

RECORDATION NO. 25513-D FILED

APR 12 '06 1:39 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL  
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April 12, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of January 4, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Lease Agreement previously filed with the Board under Recordation Number 25513.

The names and addresses of the parties to the enclosed document are:

Indenture Trustee: U.S. Bank National Association  
Asylum Street, 23<sup>rd</sup> Floor  
Hartford CT 06103

Owner Trustee: Wells Fargo Bank Northwest,  
National Association  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City UT 84111

Mr. Vernon A. Williams  
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A description of the railroad equipment covered by the enclosed document  
is:

1 railcar RELEASED: GATX 035456.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$33.00 payable to the order of  
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the  
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

**BILL OF SALE AND PARTIAL RELEASE**

APR 12 '06 1:39 PM

**SURFACE TRANSPORTATION BOARD**

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee under GATX Trust No. 2005-1B (the "Lessor") under an Equipment Lease Agreement (GATX Trust No. 2005-1B) dated as of March 23, 2005, (the "Lease") between the Lessor and GATX Financial Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 035456 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATX Trust No. 2005-1B) dated as of March 23, 2005, (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 4, 2006

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: [Signature]  
Title: Vice President

U.S. Bank National Association as Indenture Trustee not in its individual capacity but solely as Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

## BILL OF SALE AND PARTIAL RELEASE

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee under GATX Trust No. 2005-1B (the "Lessor") under an Equipment Lease Agreement (GATX Trust No. 2005-1B) dated as of March 23, 2005, (the "Lease") between the Lessor and GATX Financial Corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcar designated as GATX 035456 (the "Unit") "as is," "where is," without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Unit and the obligation of the Lessee to pay rent for such Unit under the Lease has terminated.

U.S. Bank National Association as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement (GATX Trust No. 2005-1B) dated as of March 23, 2005, (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Unit under the Indenture and hereby acknowledges that the Unit is no longer subject to the Lease.

Dated: January 4, 2006

Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Bank National Association as Indenture Trustee not in its individual capacity but solely as Indenture Trustee

By:   
Title: VICE PRESIDENT

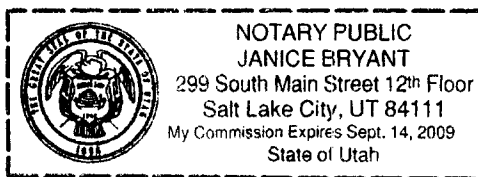
State of Utah )  
 ) SS  
County of Salt Lake )

On this 20 day of March, 2006, before me personally appeared Jancon R. Higgs, to me personally known, who being by me duly sworn, say that he/she is Vice President of Wells Fargo Bank Northwest, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public *Janice Bryant*

[Notarial Seal]

My commission expires:



State of Connecticut )  
 ) SS  
County of Hartford )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Utah                    )  
  ) SS  
County of Salt Lake            )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2006, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is \_\_\_\_\_ of Wells Fargo Bank Northwest, National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Connecticut        )  
  ) SS  
County of Hartford         )

On this 18<sup>th</sup> day of January, 2006, before me personally appeared Kathy L. Mitchell, to me personally known, who being by me duly sworn, say that ~~he~~ she is VICE PRESIDENT of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

*Karen R. Felt*

[Notarial Seal]

My commission expires:

KAREN R. FELT  
NOTARY PUBLIC  
My Commission Expires 02/28/2009